

Spansion Inc.  
Form 8-K  
December 03, 2013  
**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**December 2, 2013**

Date of Report (Date of earliest event reported)

**SPANSION INC.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **001-34747**                      **20-3898239**  
(State of Incorporation) (Commission File Number) (IRS Employer  
Identification Number)

**915 DeGuigne Drive**

**P.O. Box 3453**  
**Sunnyvale, California 94088-3453**

(Address of principal executive offices) (Zip Code)

**(408) 962-2500**

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors**

On December 2, 2013, Mr. Michael S. Wishart was elected to the Spansion Inc. Board of Directors. The Company will provide Mr. Wishart with the standard compensation approved for non-employee directors as described beginning on page 19 of the Company's 2013 Proxy Statement and an indemnification agreement in the form filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on May 14, 2010.

A copy of the press release announcing the election of Mr. Wishart to the Company's Board is furnished as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated December 3, 2013.

*[Signature Page Follows]*



**SIGNATURES**

Pursuant to the requirement of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: December 3, 2013

SPANSION INC.

By: /s/ Scot A. Griffin  
Name: Scot A. Griffin  
Title: Corporate Senior Vice President,  
General Counsel

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**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press Release dated December 3, 2013.